

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TRICOM USA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF AUGUST, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0639814

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DATE: 08-25-00

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "TRICOM USA, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE FIFTEENTH DAY OF JANUARY, A.D. 1992, AT 9 O'CLOCK A.M.

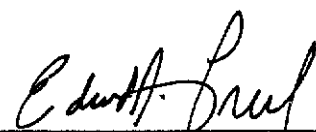
CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "DOMTEL COMMUNICATIONS, INC." TO "TRICOM USA, INC.", FILED THE TWENTY-NINTH DAY OF JULY, A.D. 1997, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



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Edward J. Freel, Secretary of State

AUTHENTICATION:

0548993

DATE:

07-10-00

CERTIFICATE OF INCORPORATION

OF

DONTEL COMMUNICATIONS, INC.

FIRST. The name of this Corporation is DONTEL Communications, Inc.

SECOND. The address of the Corporation's registered office in the State of Delaware is 1013 Centre Road in the City of Wilmington, County of New Castle, 19805. The name of its registered agent at such address is Corporation Service Company.

THIRD. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH. The total number of shares of stock which the Corporation shall have authority to issue is One Thousand (1,000) shares of Common Stock of the par value of one dollar (\$1.00) per share.

FIFTH. The name and mailing address of the incorporator are:

<u>Name</u>	<u>Mailing Address</u>
James L. McHugh, Jr.	1330 Connecticut Avenue, N.W. Washington, D.C. 20036

SIXTH. The powers of the incorporator shall terminate upon the filing of this Certificate of Incorporation and the name and address of the person to serve as the director until the first annual meeting of stockholders or until his respective successor or successors are elected and qualify is:

<u>Name</u>	<u>Mailing Address</u>
Ronald A. Burleson	64 Jordan Lane Stanford, Connecticut 06903

SEVENTH. The business, property, and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. Elections of directors need not be by written ballot unless the By-laws of the Corporation shall so provide. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized and empowered:

(a) to make, alter, and repeal the By-laws of the Corporation, subject to the power of the stockholders of the Corporation to alter or repeal any By-law made by the Board of Directors;

(b) subject to the laws of the State of Delaware, from time to time to sell, lease, or otherwise dispose of any part or parts of the properties of the Corporation and to cease to conduct the business connected therewith or again to resume the same, as the Board of Directors may deem best; and

(c) in addition to the powers and authorities hereinbefore and by the laws of the State of Delaware conferred upon the Board of Directors, to exercise all such powers and to do all such acts and things as may be exercised or done by the Corporation; subject, nevertheless, to the provisions of said laws, of the Certificate of Incorporation of the Corporation as from time to time amended, and of its By-laws.

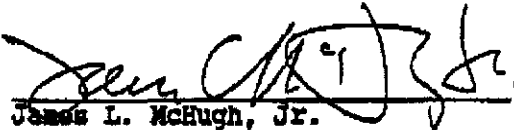
EIGHTH. No director of the Corporation shall be held personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director; provided, however, that this Article shall not eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) for the negligent or willful payment of an unlawful dividend or authorization of an unlawful stock purchase or redemption, or (d) for any transaction from which the director derived an improper personal benefit.

NINTH. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the laws of the State of Delaware, and all rights conferred herein upon stockholders and directors are granted subject to this reservation.

TENTH. Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of

the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this Certificate, hereby declaring and certifying that this is my act and deed and that the facts herein stated are true, and accordingly have hereto set my hand this 15th day of January, 1992.


James L. McHugh, Jr.

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
DOMTEL COMMUNICATIONS, INC.

DOMTEL COMMUNICATIONS, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation by unanimous written consent given in accordance with Section 141(f) of the General Corporation Law of the State of Delaware, adopted the following resolution:

RESOLVED, that the Board of Directors hereby declares that it is advisable and in the best interest of the Company to change the name of the Company from "DOMTEL Communications, Inc." to "TRICOM USA, Inc."; and, subject to the approval of the sole stockholder of the Company, the Certificate of Incorporation of the Company shall be amended by deleting Article FIRST and replacing such Article with the following language:

"FIRST. The name of this Corporation is TRICOM USA, Inc."

SECOND: That the said amendment has been consented to and authorized by the sole stockholder of said corporation, by written consent given in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242, 228 and 141(f) of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed by Mr. Manuel Arturo Pellegrano Peña, its President, and attested by Mr. Marcos Juan Trancoso Mejia, its Secretary, this twenty-fourth (24th) day of July, 1997.


Manuel Arturo Pellegrano Peña
President

Attested by: 
Marcos J. Trancoso Mejia
Secretary